

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

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IN RE: RAYTHEON ERISA LITIGATION)
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Master File No. 03 CV 10940 (RGS)

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THIS DOCUMENT RELATES TO:)
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Judge Richard G. Stearns

All Actions
_____)
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**MOTION OF CLASS COUNSEL FOR APPROVAL OF AWARD OF ATTORNEYS'
FEES AND REIMBURSEMENT OF EXPENSES AND CASE CONTRIBUTION
COMPENSATION**

Class Counsel hereby moves this Court, pursuant to Fed. R. Civ. P. 23(e), (g) and (h) for an Order:

1. Granting Class Counsel attorneys' fees in the amount of \$1,400,000.00;

2. Directing reimbursement to Class Counsel in the amount of \$60,916.29

for expenses incurred in the prosecution of the action;

3. Awarding compensation of \$5,000.00 to each of the Named Plaintiffs in recognition of their case contribution; and

4. For such other and further relief as the Court may deem just and proper.

The grounds for this Motion are set forth in the following papers:

A. Declaration of Edward W. Ciolko ("Ciolko Declaration"), Lead Counsel for Plaintiffs (filed contemporaneously herewith);

B. Memorandum of Law in Support of Plaintiffs' Motion for Approval of Award of Attorneys' Fees and Reimbursement of Expenses, and Case Contribution Compensation (filed contemporaneously herewith).

5. A proposed form of Order is attached herewith as Exhibit A.

DATED: January 29, 2007

Respectfully submitted,

GILMAN AND PASTOR, LLP

By: /s/David Pastor

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Certificate of Service

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on January 29, 2007.

/s/ David Pastor